

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FERNANDO ZOBEL DE AYALA**, Filipino, of legal age, and a resident of #6 Harvard Road, North Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have been its independent director since 2012.¹
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

| COMPANY/ORGANIZATION | POSITION/RELATIONSHIP | PERIOD OF SERVICE |
|---|--|---|
| Ayala Corporation | Director and Member, Executive Committee | 1994 to Present |
| | President & Chief Operating Officer | 2006 to Present |
| | Member, Nomination Committee | 2002 to Present |
| AC Energy Inc. | Director, Chairman of the Board of Directors | May 2011 to Present |
| AC Infrastructure Holdings Corporation | Director | 01 October 2014 to Present |
| Accendo Commercial Corporation | Director, Chairman of the Board of Directors | July 2009 to Present |
| Alabang Commercial Corporation | Director, Chairman of the Board of Directors and Executive Committee | April 1999 to Present |
| Asiacom Philippines, Inc. | Director | April 2002 to Present |
| Aurora Properties, Inc. | Director, Vice-Chairman of the Board | April 1996 to Present |
| Automobile Central Enterprises, Inc. | Director, Chairman of the Board of Directors | 31 January 2013 to Present |
| AC Industrial Technology Holdings Inc. | Director, Vice-Chairman | 04 December 2013 to Present August 2016 to present |
| Liontide Holdings, Inc. (formerly Ayala DBS Holdings, Inc.) | Director, Chairman of the Board of Directors | December 2000 to Present |
| Ayala Foundation, Inc. | Trustee, Co-Chairman of the Board of Trustees; Chairman, Executive Committee | 1990 to Present March 2012 to Present March 2014 to Present |
| Ayala Group Club, Inc. | Director, Co-Chairman of the Board | 04 March 2015 to Present |
| Ayala Retirement Fund Holdings, Inc. | Director | August 2010 to Present |
| AC Education, Inc. | Director | September 2014 to Present |

¹ Further to SEC Memorandum Circular No. 9, Series of 2011, the reckoning of the cumulative nine-year period tenure of independent directors is 2012.

| COMPANY/ORGANIZATION | POSITION/RELATIONSHIP | PERIOD OF SERVICE |
|--|---|---|
| AC International Finance Limited | Director, Chairman of the Board | May 1995 to Present |
| AG Holdings Limited | Director | October 1999 to Present |
| Ayala Healthcare Holdings, Inc. | Chairman, Non-Executive Director | November 2015 to present |
| Ayala International Holdings Limited | Director | October 1999 to present |
| Ayala International Pte Ltd | Director | |
| AC Venture Holdings Corp. | Director | August 2017 to present |
| Ayala Land, Inc. | Director, Chairman of the Board and Executive Committee; Member, Corporate Governance and Nomination Committee Member, Personnel and Compensation Committee | 1999 to Present 2002 to Present 2006 to Present |
| ALI ETON Property Development Corp | Vice Chairman, Board of Directors | June 2016 to present |
| Bank of the Philippine Islands | Director, Vice Chairman of the Board and Executive Committee; Chairman, Personnel and Compensation Committee; Member, Trust Committee and Nomination Committee | 1994 to Present |
| BPI Asset Management and Trust Corporation | Director | 2016 |
| BPI Foundation Inc. | Chairman, Board of Trustees | May 1999 to Present |
| Ceci Realty, Inc. | Director, Vice Chairman of the Board | 2006 to Present |
| Globe Telecom, Inc. | Director, Member of Compensation and Remuneration Committee, Member, Finance Committee | 1995 to Present 2015 to Present 2014 to Present |
| Hero Foundation, Inc. | Director, Chairman of the Board of Directors | 2009 to Present |
| Honda Cars Philippines, Inc. | Director | |
| Integrated Micro-Electronics, Inc. | Director | 1995 to Present |
| Isuzu Philippines Corp. | Director | |
| Livelt Investments, Ltd. | Director | 2013 to Present |
| Manila Water Company, Inc. | Chairman, Board of Directors and Executive Committee; Member, Remuneration Committee | May 1997 to Present March 2008 to Present |
| Mermac, Inc. | Director Co-Vice Chairman of the Board and Executive Committee | 1998 to Present 2008 to Present |

| COMPANY/ORGANIZATION | POSITION/RELATIONSHIP | PERIOD OF SERVICE |
|---|---|--------------------------|
| Sonoma Services, Inc. | Director, President, Executive Committee Member | 2002 to Present |
| Vesta Property Holdings, Inc. | Director, Vice Chairman of the Board | 2005 to Present |
| Columbus Holdings, Inc. | Vice Chairman, Board of Directors | 2006 to Present |
| Emerging City Holdings, Inc. | Vice Chairman, Board of Directors | 2006 to Present |
| Fort Bonifacio Development Corporation | Vice Chairman, Board of Directors | 2006 to Present |
| Bonifacio Land Corporation | Vice Chairman, Board of Directors | 2005 to Present |
| Bonifacio Art Foundation, Inc. | Vice Chairman, Board of Directors | 2003 to Present |
| Berkshires Holdings, Inc. | Vice Chairman, Board of Directors | 2006 to Present |
| Caritas Manila | Director, Chairman of the Board | |
| Habitat for Humanity International | Director | |
| Habitat for Humanity Asia Pacific Capital Campaign | Chairman, Steering Committee | |
| INSEAD | Member, Board of Directors Member, Campaign Board Member, East Asia Council | 2018 2018 |
| Pilipinas Shell Foundation, Inc. | Member, Board of Trustees | |
| National Museum | Member, Board of Trustees | |
| Asia Society | Member, Board of Trustees | |
| Asia Philanthropy Circle | Member, Board of Trustees | |
| The Metropolitan Museum | Member, International Council | 2017 |
| The Tate Museum | Member, Asia Pacific Acquisitions Committee | 2017 |
| World Presidents Organization/Young Presidents Organization | Member | |
| Chief Executives Organization | Member | 2017 |
| Manila Peninsula Hotel, Inc. | Director | |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates.
5. I disclose that I am the subject of the following criminal / administrative investigation or proceeding (as the case may be):

| OFFENSE CHARGED/INVESTIGATED | TRIBUNAL OR AGENCY INVOLVED | STATUS |
|---|--|--|
| Complaint for violation of Article 365 of the Revised Penal Code | Department of Justice | Counter-Affidavit Filed on 19 December 2011 In its <i>Resolution</i> dated 22 February 2017, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause. |
| Civil Case for Violation of RA 6969, RA 8749, RA 9275 and Damages Pursuant to SC A.M. No. 09-6-8-SC | Makati Regional Trial Court/Court of Appeals/Supreme Court | The Regional Trial Court and Court of Appeals ruled that this was an ordinary civil case for damages, directing the same to be re-raffled to a regular court and that each of the individual complainants file a separate action for damages, as the damage suffered by one is not necessarily the same for all, and accordingly, pay the appropriate filing fees. This is now pending with the Supreme Court. |

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 21 day of March 2018, at Makati City.

FERNANDO ZOBEL DE AYALA
Affiant

SUBSCRIBED AND SWORN to before me this 21 day of March 2018 at Makati City, affiant personally appeared before me and exhibited to me his Passport EC 6148225 issued at DFA Manila on 08 December 2015.

Doc. No. 233 ;
Page No. 48 ;
Book No. II ;
Series of 2018.



Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.

MARIA PAULA G. ROMERO-BAUTISTA
Notary Public - Makati City
Appt. No. 133 until December 31, 2019
Roll of Attorneys No. 58335
IBP No. 026373 - 01/11/2018 - Makati City
PTR No. 6628678MD - 01/11/2018 - Makati City
MCLE Compliance No. V-0017192- 03/28/2016
3rd Floor Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CESAR A. BUENAVENTURA**, Filipino, of legal age and a resident of #27 Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have been its independent director since 2012.¹
2. I am affiliated with the following companies or organizations:

| COMPANY/ORGANIZATION | POSITION/RELATIONSHIP | PERIOD OF SERVICE |
|--|-----------------------|-------------------|
| Buenaventura Echaz and Partners Inc | Chairman | 2001 to Present |
| Concepcion Industrial Corporation | Independent Director | 2014 to Present |
| DMCI Holdings, Inc. | Vice Chairman | 1995 to Present |
| DM Consunji Inc. | Director | 1995 to Present |
| Mitsubishi Hitachi Power Systems (Philippines) Inc | Chairman | 1997 to Present |
| Petroenergy Resources Corporation | Director | 2012 to Present |
| Semirara Mining and Power Corporation | Director | 1997 to Present |
| iPeople Inc | Independent Director | 2002 to Present |
| Pilipinas Shell Foundation, Inc. | Chairman | 1982 to Present |
| The Country Club | Independent Director | 2015- to present |
| Bloomerry Cultural Foundation | Trustee | 2015 to present |
| ICTSI Foundation | Trustee | 2015 to present |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates.
5. I disclose that I am the subject of the following criminal / administrative investigation or proceeding (as the case may be):

| OFFENSE CHARGED/INVESTIGATED | TRIBUNAL OR AGENCY INVOLVED | STATUS |
|--|-----------------------------|---|
| Complaint for violation of Article 365 of the Revised Penal Code | Department of Justice | Counter-Affidavit Filed on 19 December 2011 In its <i>Resolution</i> dated 22 February 2017, the Office of |

¹ Further to SEC Memorandum Circular No. 9, Series of 2011, the reckoning of the cumulative nine-year period tenure of independent directors is 2012.

| OFFENSE CHARGED/INVESTIGATED | TRIBUNAL OR AGENCY INVOLVED | STATUS |
|---|--|--|
| | | the City Prosecutor of Manila dismissed the Complaint for lack of probable cause. |
| Civil Case for Violation of RA 6969, RA 8749, RA 9275 and Damages Pursuant to SC A.M. No. 09-6-8-SC | Makati Regional Trial Court/Court of Appeals/Supreme Court | The Regional Trial Court and Court of Appeals ruled that this was an ordinary civil case for damages, directing the same to be re-raffled to a regular court and that each of the individual complainants file a separate action for damages, as the damage suffered by one is not necessarily the same for all, and accordingly, pay the appropriate filing fees. This is now pending with the Supreme Court. |


6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 23 day of March 2018, at Makati City.


CESAR A. BUENAVENTURA
 Affiant

SUBSCRIBED AND SWORN to before me this 23 day of March 2018 at Makati City, affiant personally appeared before me and exhibited to me his Passport with Passport No. EC1421010 issued at the Department of Foreign Affairs-Manila on 17 June 2014.

Doc. No. 295 ;
 Page No. 59 ;
 Book No. XIX ;
 Series of 2018.


RUBIN G. CURA
 NOTARY PUBLIC FOR & IN MAKATI CITY
 156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
 ROLL NO. 53981 IBP NO. 05934-PPLM CHAPTER-LIFETIME
 UNTIL DEC. 31, 2018 / APPOINTMENT NO. M-169
 PTR NO. MKT6607780 MAKATI CITY 03 JANUARY 2018
 MCLE COMPLIANCE V-0016411/28 MARCH 2016

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **LYDIA B. ECHAUZ**, Filipino, of legal age and a resident of 836 Torres Street, Addition Hills, Mandaluyong City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have been its independent director since 2017.
2. I am affiliated with the following companies or organizations:

| COMPANY ORGANIZATION | POSITION | PERIOD OF SERVICE |
|--------------------------------------|----------|-------------------|
| Metro Pacific Investments Corp. | Director | Since 2009 |
| PLDT Beneficial Trust Fund | Director | Since 2013 |
| Philstar Group | Director | Since 2013 |
| BusinessWorld Publishing Corporation | Director | Since 2013 |
| Global Business Power Corp. | Director | Since 2014 |
| Riverside College Inc. | Director | Since 2015 |
| Fern Realty Corp. | Director | Since 2002 |
| MCO Foundation, Inc. | Trustee | Since 2009 |
| Immaculate Conception Academy | Trustee | Since 2011 |
| Henry Sy Foundation, Inc. | Trustee | Since 2014 |
| Manila Tytana College | Trustee | Since 2016 |
| Mano Amiga Academy | Trustee | Since 2016 |
| NBS College | Director | Since 2017 |
| D&L Industries, Inc. | Director | Since 2017 |

I am not affiliated with a government agency or Government-Owned and Controlled Corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to the director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. I disclose that I am the subject of the administrative investigation or proceeding below:

| OFFENSE CHARGED/INVESTIGATED | TRIBUNAL OR AGENCY INVOLVED | STATUS |
|---|---|---|
| Administrative Violation of Section 24.1(a)(iii) of the SRC, Rule 28.1(4)(G) Rule 24.1(b)-1(2) of the Securities Regulation Code. Complaint arising from the same day securities trades made by DBP Treasury Group with First Metro Investment Corporation. | Securities and Exchange Commission <i>En Banc</i> | Appeal Memoranda filed by Respondents, awaiting resolution by the Securities and Exchange Commission <i>En Banc</i> . |


6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this ____ day of APR 04 2018, at Makati City.


LYDIA B. ECHAURZ
Affiant

SUBSCRIBED AND SWORN to before me this ____ day of APR 04 2018 at Makati City, affiant personally appeared before me and exhibited to me her Senior Citizen's Identification Card issued at City of Mandaluyong on 02 October 2007.

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Page No. 67 ;
Book No. XIX ;
Series of 2018.


RUBIN G. CURA
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 53981 IBP NO. 05934-PPLM CHAPTER-LIFETIME
UNTIL DEC. 31, 2018 / APPOINTMENT NO. M-169
PTR NO. MKT6607780 MAKATI CITY 03 JANUARY 2018
MCLE COMPLIANCE V-0016411/28 MARCH 2016